

BALL JANIK LLP

A T T O R N E Y S

OCT 5 '00

2:17 P

SURFACE TRANSPORTATION BOARD

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

September 26, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 26, 2000. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

SunTrust Leasing Corporation
120 East Baltimore Street
Baltimore, MD 21297-7307

Lessee:

Conoco, Inc.
600 N Dairy
Ashford Suite MC1021
Houston, TX 77079

A description of the equipment covered by the Memorandum of Lease Agreement consists of 75 tank cars numbered CONX 9800-9874, inclusive.

BALL JANIK LLP

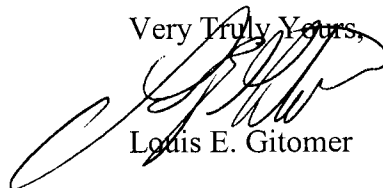
Honorable Vernon A. Williams
September 26, 2000
Page 2

A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between SunTrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21297-7307, and Conoco, Inc., 600 N Dairy, Ashford Suite MC1021, Houston, TX 77079, covering 75 tank cars numbered CONX 9800-9874, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO.

23148-

FILE

OCT 5 '00

1271

SURFACE TRANSPORTATION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

SUNTRUST LEASING CORPORATION

AND

CONOCO INC., Delaware Charter Number 0917525

Dated as of September 26, 2000

MEMORANDUM OF LEASE AGREEMENT

Memorandum of a Lease Agreement made and entered into as of September 26, 2000 by and between SunTrust Leasing Corporation ("Lessor") and Conoco Inc., Delaware Charter Number 0917525 ("Lessee").

WITNESSETH:

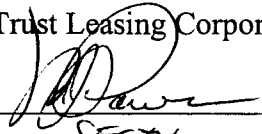
1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A

2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: SunTrust Leasing Corporation

By: 
Title: SECRETARY

Lessee: Conoco Inc., Delaware Charter Number 0917525

By: _____
Title: _____

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 26th day of September, 2000, before me personally appeared Michael J. Powers, to me personally known, who being by me duly sworn, says that he is the Secretary of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC
My commission expires: 06/23/04

STATE OF)
) ss.
COUNTY OF)

On this _____ day of September, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Conoco Inc., Delaware Charter Number 0917525, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: SunTrust Leasing Corporation

By: _____
Title: _____

Lessee: Conoco Inc., Delaware Charter Number 0917525

By: *[Signature]*
Title: Attorney-in-Fact

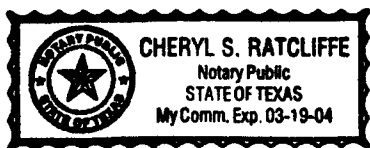
STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 26th day of September, 2000, before me personally appeared Michael J. Powers, to me personally known, who being by me duly sworn, says that he is the Secretary of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires: 06/23/04

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 25th day of September, 2000, before me personally appeared Erich R. Garcia, to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact of Conoco Inc., Delaware Charter Number 0917525, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC
My commission expires: 03-19-04

EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
SUNTRUST LEASING CORPORATION ("LESSOR")

AND

CONOCO INC.

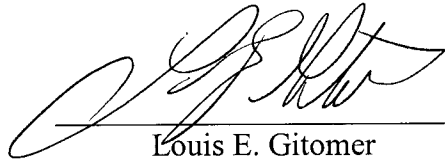
Seventy-Five (75) UTLX Rail Cars:

Union Tank Car Company specialty designed LPG tank rail cars: 33,800 gallon shell capacity with gross load on rails of 263,000 lb. Straight shell tank design with an inside diameter of 117 7/8" with ceramic fiber insulation and a high performance water-based epoxy exterior paint. 100 ton capacity split wedge trucks and body mounted brakes

CONX	009800	CONX	009825	CONX	009850
CONX	009801	CONX	009826	CONX	009851
CONX	009802	CONX	009827	CONX	009852
CONX	009803	CONX	009828	CONX	009853
CONX	009804	CONX	009829	CONX	009854
CONX	009805	CONX	009830	CONX	009855
CONX	009806	CONX	009831	CONX	009856
CONX	009807	CONX	009832	CONX	009857
CONX	009808	CONX	009833	CONX	009858
CONX	009809	CONX	009834	CONX	009859
CONX	009810	CONX	009835	CONX	009860
CONX	009811	CONX	009836	CONX	009861
CONX	009812	CONX	009837	CONX	009862
CONX	009813	CONX	009838	CONX	009863
CONX	009814	CONX	009839	CONX	009864
CONX	009815	CONX	009840	CONX	009865
CONX	009816	CONX	009841	CONX	009866
CONX	009817	CONX	009842	CONX	009867
CONX	009818	CONX	009843	CONX	009868
CONX	009819	CONX	009844	CONX	009869
CONX	009820	CONX	009845	CONX	009870
CONX	009821	CONX	009846	CONX	009871
CONX	009822	CONX	009847	CONX	009872
CONX	009823	CONX	009848	CONX	009873
CONX	009824	CONX	009849	CONX	009874

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of September 26, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 26, 2000